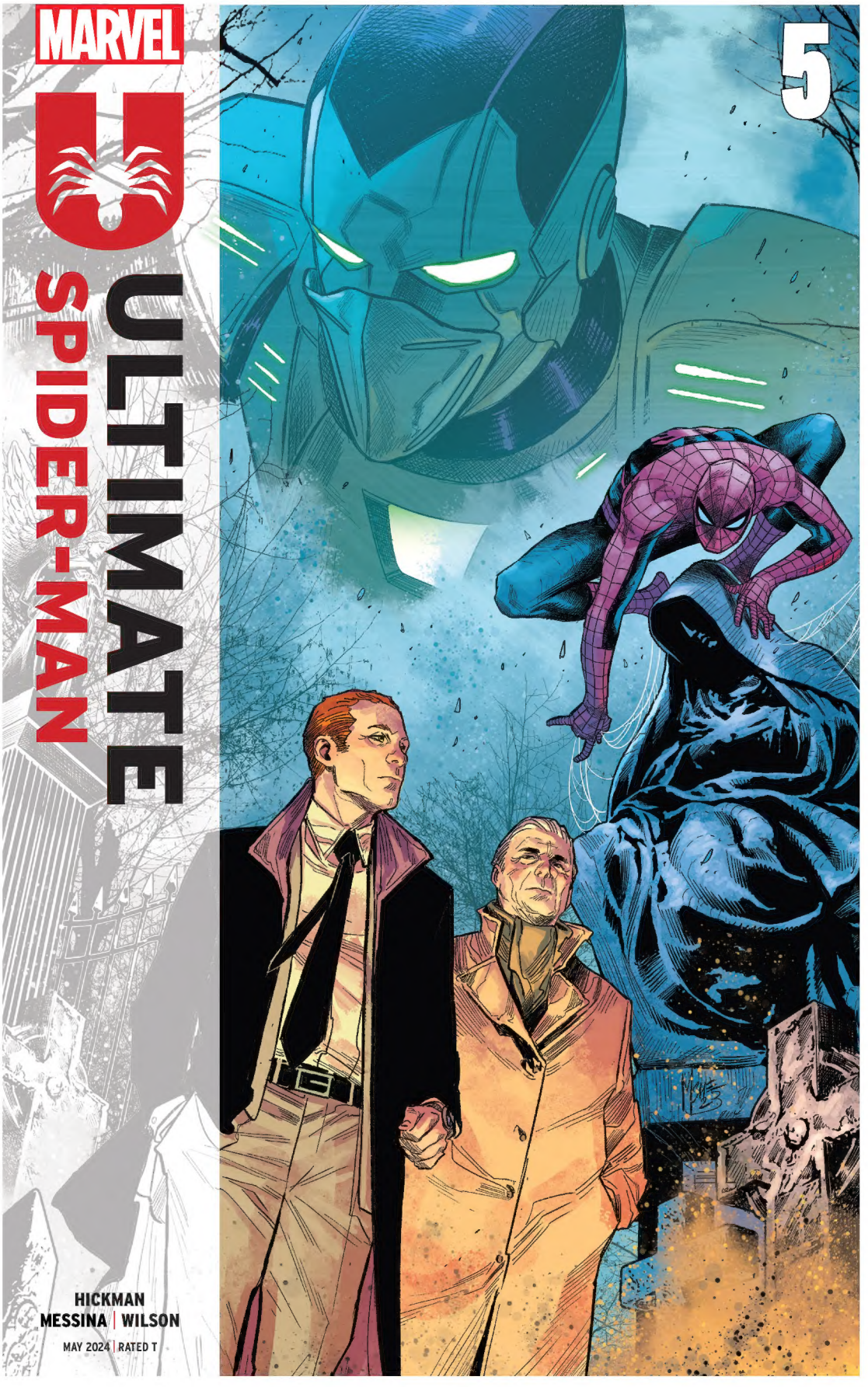
MARVEL
ULTIMATE
SPIDER-MAN
5
HICKMAN
MESSINA | WILSON
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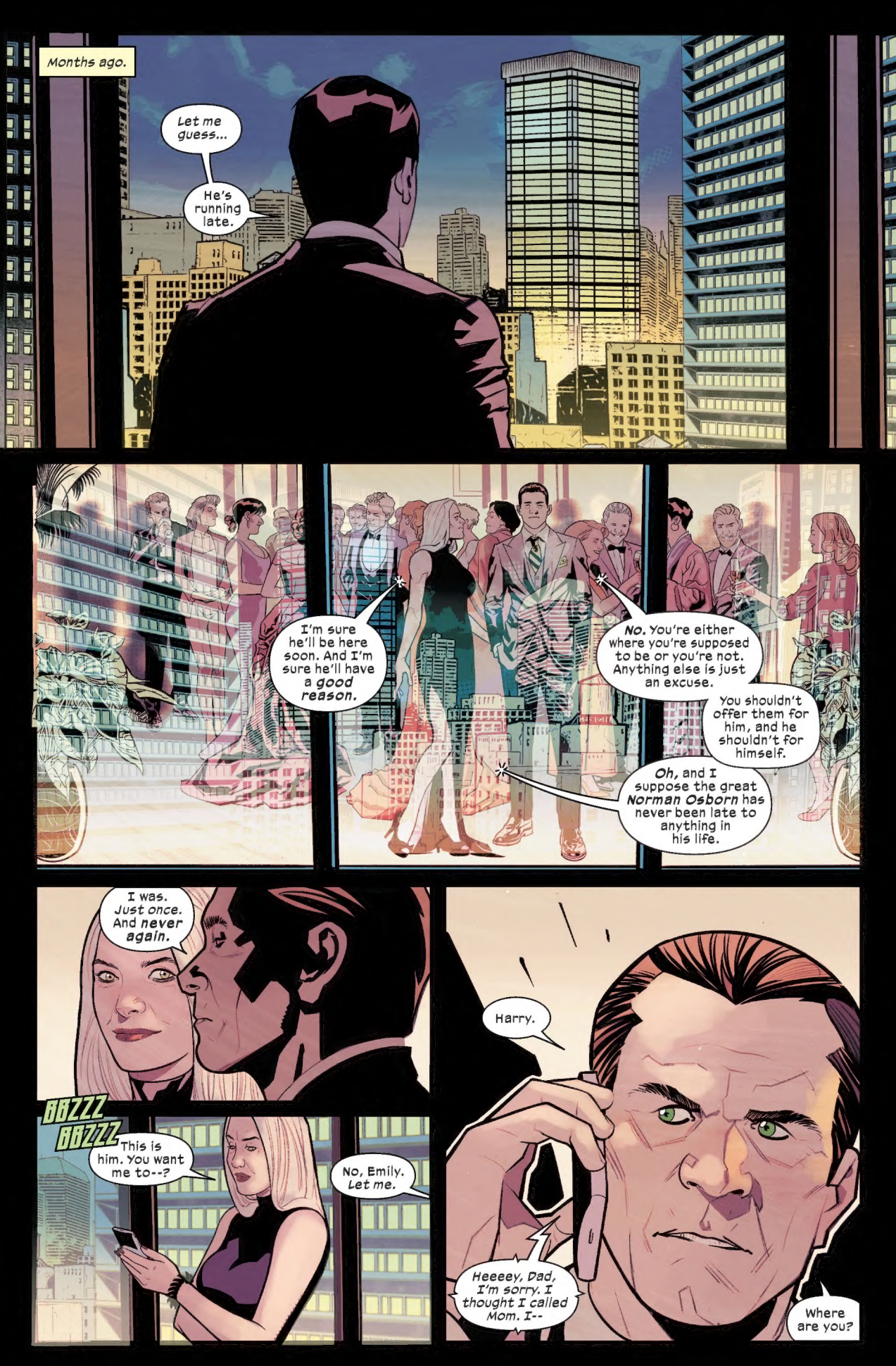
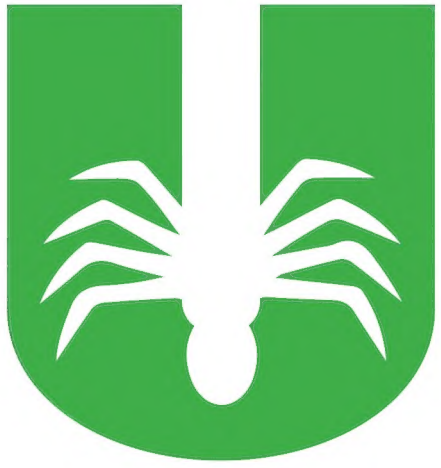

Months ago.
Let me guess...
He's running late.
I'm sure he'll be here soon. And I'm sure he'll have a good reason.
No. You're either where you're supposed to be or you're not. Anything else is just an excuse.
You shouldn't offer them for him, and he shouldn't for himself.
Oh, and I suppose the great Norman Osborn has never been late to anything in his life.
I was. Just once. And never again.
BBZZZ BBZZZ
This is him. You want me to--?
No, Emily. Let me.
Harry.
Heeeey, Dad, I'm sorry. I thought I called Mom. I--
Where are you?

...
A couple blocks away.
Harry--
I know. I know. I'll be there in...five minutes.
Son, you know who we're supposed to be meeting with, and I've stressed how important today is. This is unacceptable.
Loveme
Look, I'm sorry, Dad. I'd tell you why I'm late, but it wouldn't matter, would it?
No.
Okay, well, I'll be--
Harry...
Yes, Dad?
What name do you bear?
What?
What name do you bear?
...
Osborn.
Yes.
It's a great name. It means something...
Harry, do you know what my favorite memory of you is?
...
Yeah. That time we played catch, and--
No.
That's you, the little boy, talking. And that memory...it's the memory of a child.
My favorite memory of you is the day you finally started acting like a man. Like an Osborn.
The problem is...it hasn't happened yet.
We're all waiting for you, Harry.
How long are you going to make us wait? How much longer am I going t--

5

A diabolical genius known as **THE MAKER** created his ideal Earth by systematically preventing anyone from ever becoming a super hero. To rule his perfected Earth, he placed super villains in charge of different regions, and together, **THE MAKER'S COUNCIL** quietly orchestrated the history of the world. When **TONY STARK** discovered the true history of the world, the Maker's Council perpetrated a terrible attack on New York City in Stark's name.

Two of the victims in that attack were **NORMAN OSBORN**, C.E.O. of **OSCORP**, and his wife, **EMILY**. And now their son, **HARRY OSBORN**, is about to learn the truth of the world himself in a quest for justice along the way, eventually leading him to a masked vigilante named **PETER PARKER**...



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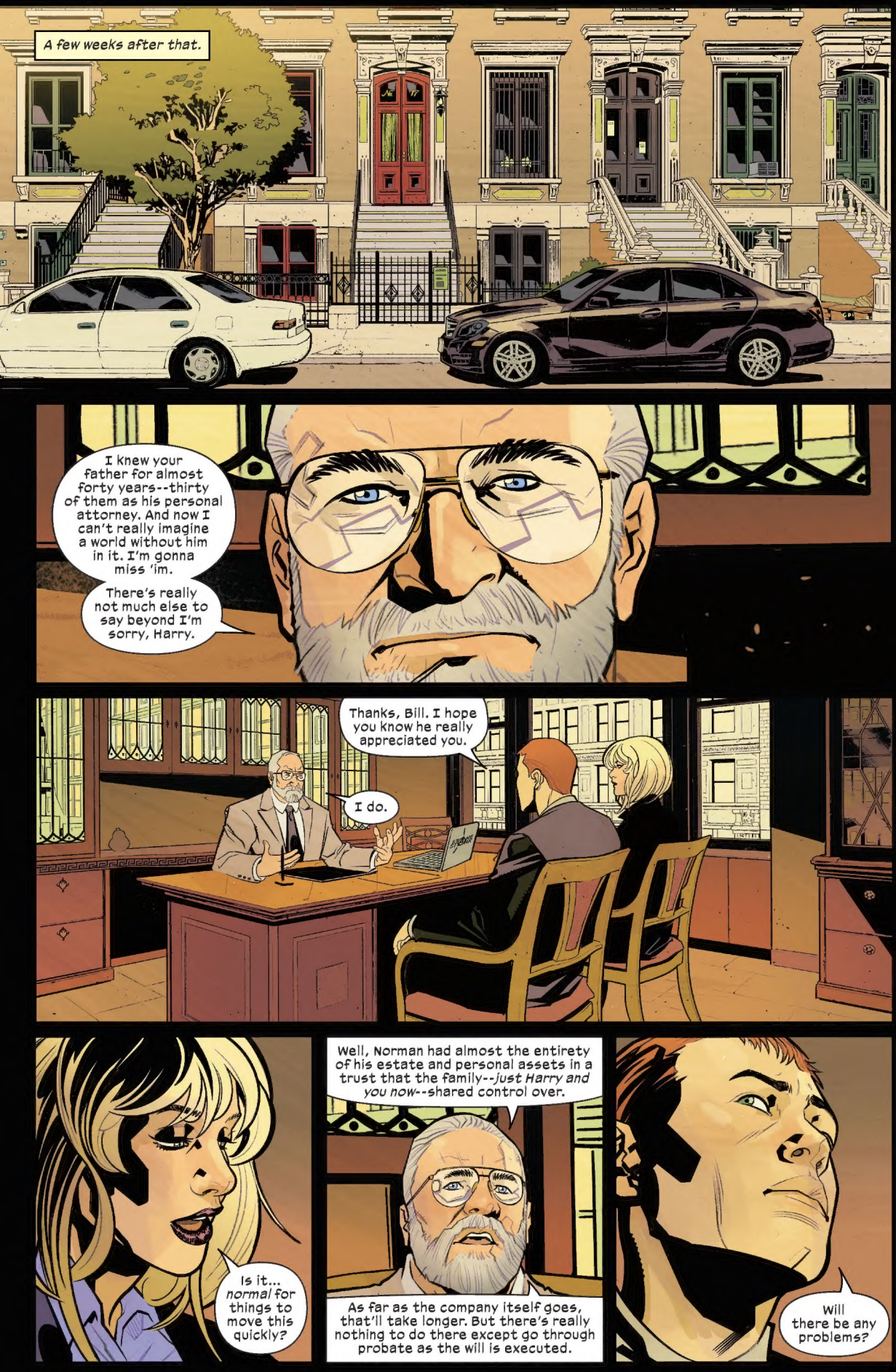
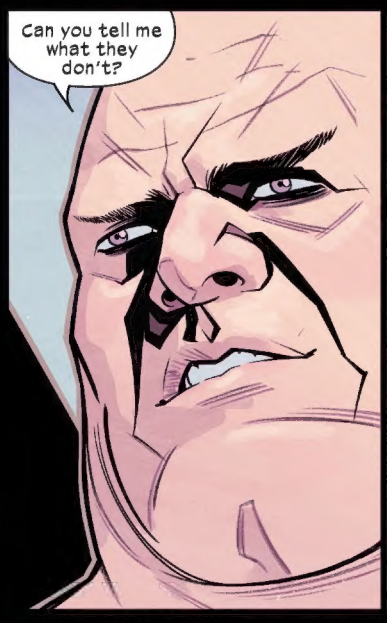

A few weeks after that.
I knew your father for almost forty years--thirty of them as his personal attorney. And now I can't really imagine a world without him in it. I'm gonna miss 'im.
There's really not much else to say beyond I'm sorry, Harry.
Thanks, Bill. I hope you know he really appreciated you.
I do.
Is it... *normal* for things to move this quickly?
Well, Norman had almost the entirety of his estate and personal assets in a trust that the family--*just Harry and you now*--shared control over.
As far as the company itself goes, that'll take longer. But there's really nothing to do there except go through probate as the will is executed.
Will there be any problems?

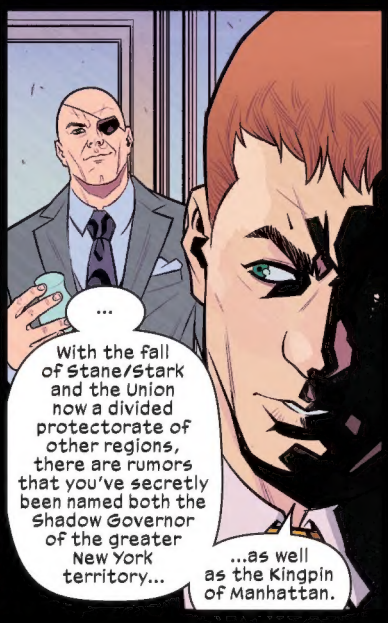
The process will probably take six months. But Harry, because you're the sole named beneficiary, controlling interest will be yours, and until then, both you and Gwen currently sit on the board.
So your hand is already on the wheel, and frankly, I can't ever see it coming off...
Oscorp will be yours.
Good. That's good.
Yeah.
Is there anything else you need to go over with us? Because we--
There is one other thing...
Harry, this was delivered to my office this morning.
For you.
What is it?
I have no idea what it means...
...but I do know who it's from.

The next day.
Arms out.
Well... I'm here.

And right on time.
Do you know who I am?

You are Wilson Fisk. Entrepreneur, business magnate, man of influence, and on and on...
Everyone knows this.

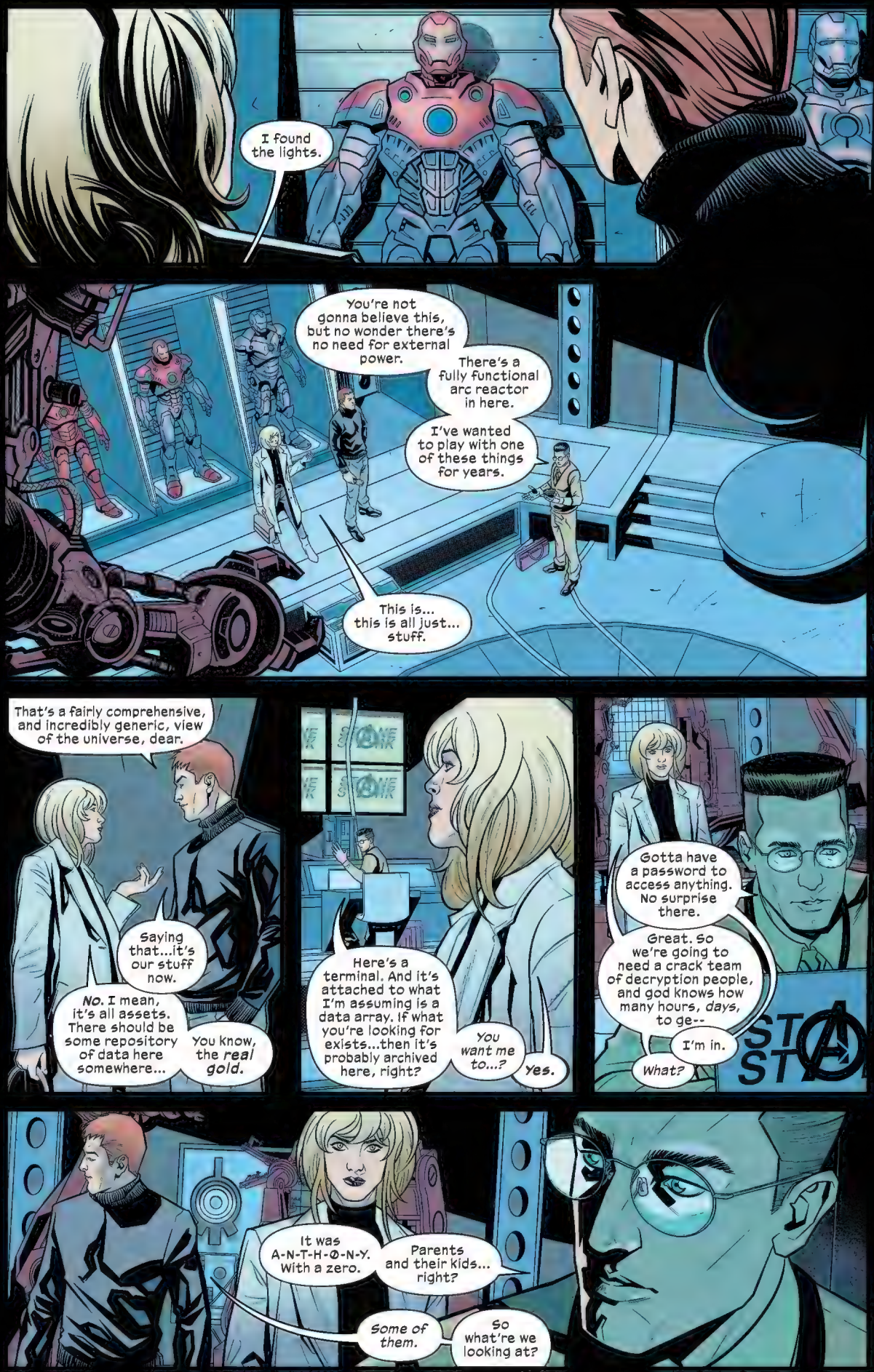

Can you tell me what they don't?


...
With the fall of Stane/Stark and the Union now a divided protectorate of other regions, there are rumors that you've secretly been named both the Shadow Governor of the greater New York territory...
...as well as the Kingpin of Manhattan.

I'm not a vain man, but from time to time, it is nice to hear one's name ring out.
Yes. I've been named. And next week, I will be *officially* elevated to both positions. I'll be running things now... and you should be ***very pleased*** about that.

And why is that?
Because I need a *favor.* One, I think, you are uniquely suited to provide.
I'm not my father, Mister Fisk. And even though I'm probably going to spend the next few years of my life pretending to be...
...he'd be the first to tell you I don't have his influence...or pedigree.
Well...
You'll just have to make do.
You see, I have two five-letter shadows hanging over my head. Obadiah Stane had no existing family, and now...there are no more Starks.
There's no arguing about the value of the company. But I need to eliminate the remnants--keep it from rising again. Because it won't be forgotten...and I'm not qualified to separate the Stark wheat from the Stark chaff.
I don't see what I can do about any of that.
And...*with all due respect,* it's your problem. ***Not mine.***
...
Not if I sell it to you.

Two weeks later.
FSSSHHHH!
We're in, Mister Osborn.
Super. And it only took two days of cutting. How hilarious is it going to be if there's nothing in here?
Not hilarious at all, dear.
I still don't understand why it took so long.
There's no external power running to the box, and there's a faraday patina covering its six-inch thick titanium walls.
If I hadn't discovered a deleted reference to it in that off-site Stark mainframe you had me pull apart, we'd have never even known this place existed.
And that the titanium isn't really titanium but some kind of self-healing composite just made getting in even trickier...but, hey, we're in now, so...
Let's see what we got at the garage sale.
Digging through these old men's trash is going to take forever, Harry. With all we have to do, we should probably ju--
Gwen...
Look.

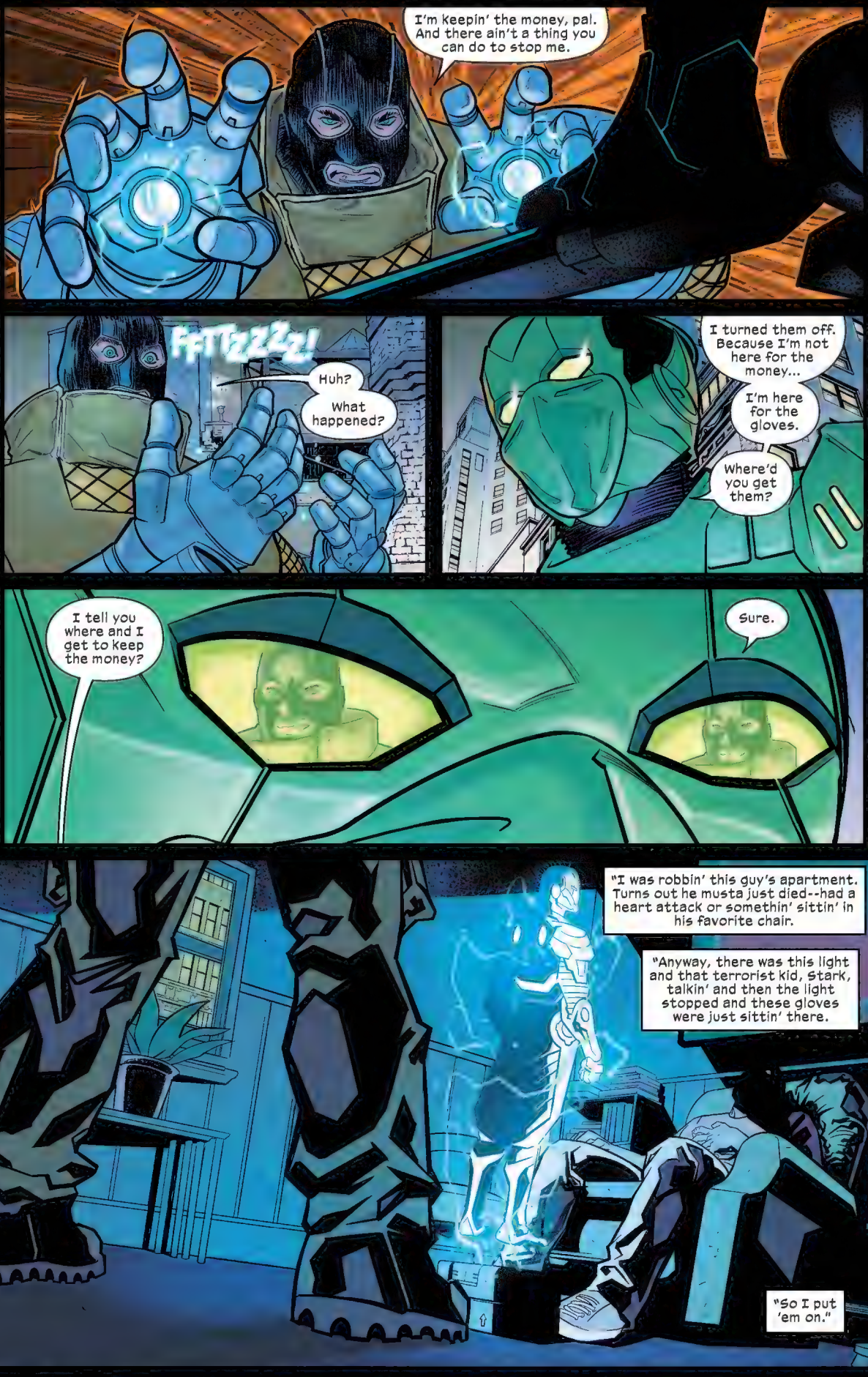

I found the lights.
You're not gonna believe this, but no wonder there's no need for external power.
There's a fully functional arc reactor in here.
I've wanted to play with one of these things for years.
This is... this is all just... stuff.
That's a fairly comprehensive, and incredibly generic, view of the universe, dear.
Saying that...it's our stuff now.
No. I mean, it's all assets. There should be some repository of data here somewhere...
You know, the real gold.
Here's a terminal. And it's attached to what I'm assuming is a data array. If what you're looking for exists...then it's probably archived here, right?
You want me to...?
Yes.
Gotta have a password to access anything. No surprise there.
Great. So we're going to need a crack team of decryption people, and god knows how many hours, days, to ge--
I'm in.
What?
It was A-N-T-H-Ø-N-Y. With a zero.
Parents and their kids... right?
Some of them.
So what're we looking at?

It looks like... *everything.* Accounts, suit designs...
Hey, what're these history folders...? What is--
Otto.
It's Doctor Octavius.
Otto.
...
Yes?
STONE STARK
You need to sign an NDA.
Gwen... Otto has an NDA.
No...
He's gonna need a new one. With more teeth.
Understand?
Because if I don't, I can't play with all the new toys?
That's right.
No new toys for you.
Where do I sign?

Four months ago.
I like it.
I had to make a few modifications...
Turns out you can't paint this stuff. You have to bond the pigments with the metal at a molecular level.
I know you wanted it to be a darker shade, but it all started to look brown.
No. It's good, Otto...
And considering what we've learned from all the files, we have bigger fish to fry. Where are we on everything else?
Check these out. The modular chamber is capable of rapid expansion.
So. It's a bomb.
No--well, *yes*, but not just a bomb. It depends on the payload. You can substitute the catalyst for an array of reactions.
I get it. Better safe than sorry.
What's that?
I have no idea. But it does show up on the network.
What network?
And this is a hovercraft powered by Stark repulsor technology.
They can. *I think*. But that's running on the arc, and I'm not comfortable enough with that yet to--
I thought the suits could fly.
It's linked to, and controlled by, the extended node I worked into the helmet.

It's the reason I called you down to the lab.
Yeah. You seemed a little unsettled, Otto.
I'm... confused. Put on the helmet.
I'll show you.
Whoa.
What am I looking at?
All this stuff runs on a secure network that links all the dedicated level-one proprietary tech together.
Each of those dots is another piece of Stark tech--*like the suits, an arc node, or any dedicated A.I.*--on the network.
Okay. I get it.
So what you're looking at is a snapshot of what the network looked like two days ago.
And this is what it looks like right now.
Otto, what the--?
The first new signal appeared last night, and they kept appearing every couple of minutes until they finally stopped around 6 a.m.
How many?
Over a hundred. What I can't tell is if they are old, or dormant, tech waking up...or if this is something...*new.*
Well...
I guess we better find out.

Three months ago.
Ha-ha-ha...
What an idiot.
Now let's see just how much I--
Excuse me.
Huh?
I think you have something that doesn't belong to you.


I'm keepin' the money, pal. And there ain't a thing you can do to stop me.
FFTZZZZ!
Huh?
What happened?
I turned them off. Because I'm not here for the money...
I'm here for the gloves.
Where'd you get them?
I tell you where and I get to keep the money?
Sure.
"I was robbin' this guy's apartment. Turns out he musta just died--had a heart attack or somethin' sittin' in his favorite chair.
"Anyway, there was this light and that terrorist kid, Stark, talkin' and then the light stopped and these gloves were just sittin' there.
"So I put 'em on."

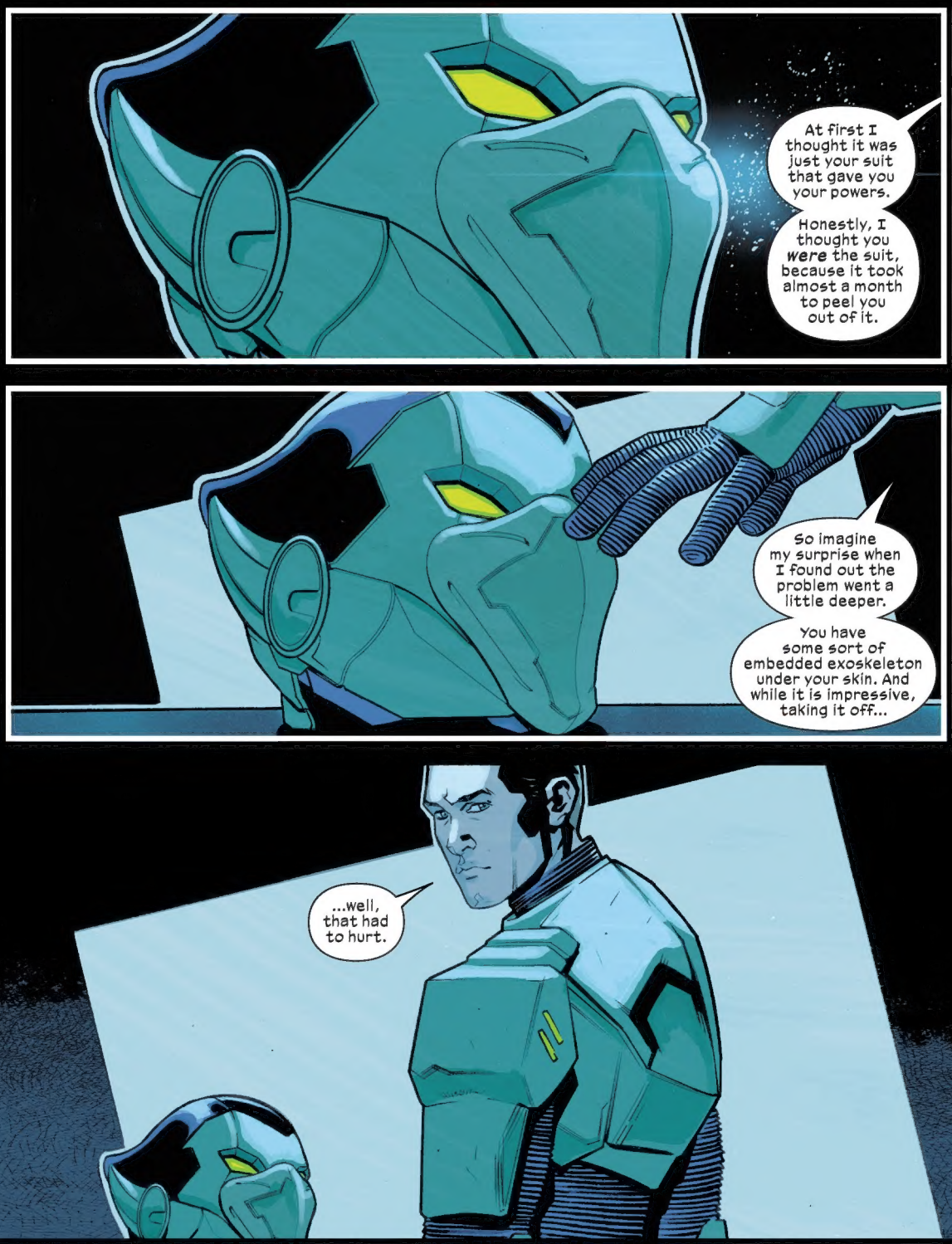
So Stark's alive.
That would mean--
--That he gave me the gloves. And you know what?
I think I'm gonna keep 'em!
WHAM!
Was that supposed to hurt?
Sorry. Sorry. I...I didn't...
You don't understand. I've got a wife... and she's sick and...
I'm sorry.

Two months ago.
PARKING
So...what do you do, Peter?
Huh?
For a living? What do you do?
Oh, I'm a photo-journalist.
I mostly take pictures for the Daily Bugle.
Are you married?
Yeah. You too, right?
Uh-huh. Maybe we'll do dinner some time. Or something like that.
...
Let's see how drinks go first.

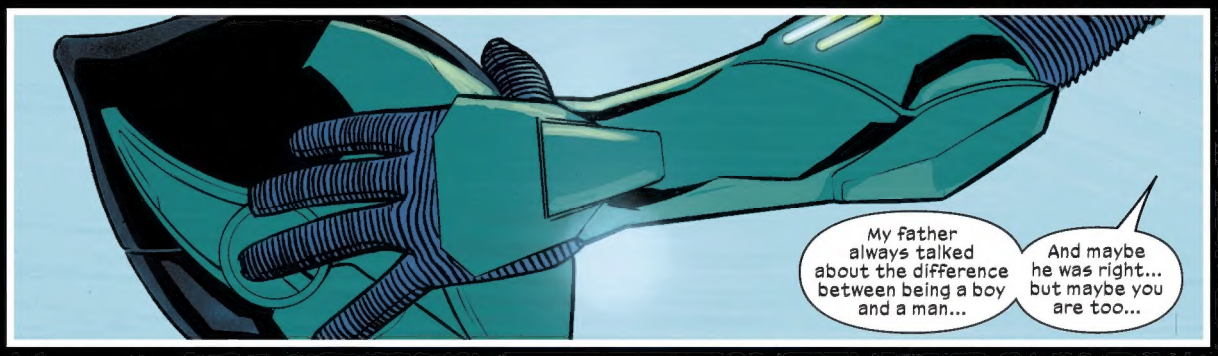
...
So don't you want to know what I do?
Harry...can I call you Harry?
Of course.
Harry, right now you're probably the most well-known person in the city.
Everyone knows your name and what you do for a living. You don't need to tell me anything. *I know who you are.*
Actually, Peter, what you're referring to is a product of public relations and marketing...
And it doesn't have ***anything*** at all to do with what I ***really*** do for a living.
And what's that?
Tell me something...
Did Tony Stark appear to you outta thin air and give you your suit?
...
There was more to it than that, but...yeah. Did the same thing happen to you?
No. I found all this out the hard way.
Care to define the "hard way"?
Well, after Stark was involved in the death of my parents, I inherited my father's company, and then I was basically given Stark's company also.
After that, when I was reading through all the Stark family secrets, I found out that the people who gave me this company might just be the most evil people in the history of the world.
And that it was very possible that they--*not Stark*--are who really had my parents' blood on their hands...

Which I find unacceptable. So now...I have a *new job.*
Okay. Fair enough.
I guess that qualifies as the hard way.
Thanks.
Do you know why Stark picked you?
Yeah. He said I was supposed to be someone else. Have a different life.
Which was stolen from me by the same people you're talking about, I'm guessing.
And now you're going to do something about it.
He said I was supposed to be a hero.
And as soon as he said it... I knew it. In my bones.
So, yeah, of course ***we're*** going to do something about it.
That's what heroes do.

NOW


At first I thought it was just your suit that gave you your powers.
Honestly, I thought you *were* the suit, because it took almost a month to peel you out of it.
So imagine my surprise when I found out the problem went a little deeper.
You have some sort of embedded exoskeleton under your skin. And while it is impressive, taking it off...
...well, that had to hurt.

Pain is... part of the process.
And the eye? What's that about?
When my master lost his, my brothers and sisters tore ours out in solidarity.
Do you have any idea what kind of devotion it takes to do such a thing?
That's what you're dealing with.
Oh, I believe you're committed. I believe your *master*...***all your masters*** are. The world is evidence of that. But you need to understand I am committed too.
You're going to give me answers because I need them. You're going to tell me ***everything***. And I don't care how long it takes to get what I want.
You think answers are gonna let you sleep at night?
I sleep like a baby knowing you're in here and I'm out there.
No one here is afraid of you.
Hrmpt! There's nothing wrong with lying to yourself. It's how most people get through the day.
But I've seen it all, son, and I promise you...
...everyone thinks they want to be a ***hero*** until it actually ***costs something***.
And it always does. We make sure of that.
Then we get to see what you ***really are***.


My father always talked about the difference between being a boy and a man...
And maybe he was right... but maybe you are too...

Am I a *boy*...or a *man?*
Am I a *hero*...or *something else?*

MAY

I guess we're about to find out.
TO BE CONTINUED...

ARTIST **MARCO CHECCHETTO** RETURNS FOR THE FINALE OF THE FIRST ARC!

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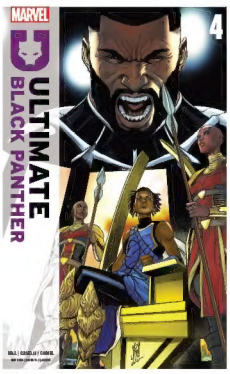

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BY **BRYAN HILL** & **STEFANO CASELLI**

ON SALE THIS MONTH

ULTIMATE X-MEN #3

BY **PEACH MOMOKO**

ON SALE THIS MONTH

ULTIMATES #1

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ON SALE IN JUNE